

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:  WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> <sup>1</sup>  Debtors.	: : Chapter 11 : Case No. 17-12560 (KJC) : : Jointly Administered : : <b>Obj. Deadline: August 9, 2018 @ 4:00 p.m. (ET)</b> : <b>Hearing Date: Only as Required</b> :
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**SUMMARY OF FIFTH MONTHLY FEE APPLICATION OF VENABLE LLP AS  
COUNSEL TO THE OFFICIAL AD HOC COMMITTEE OF UNITHOLDERS  
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT  
OF EXPENSES INCURRED FOR THE PERIOD FROM  
JUNE 1, 2018 THROUGH JUNE 30, 2018**

Name of Applicant:	Venable LLP
Authorized to Provide Professional Services to:	Official Ad Hoc Committee of Unitholders
Date of Retention:	February 15, 2018 ( <i>Nunc Pro Tunc</i> to January 23, 2018)
Period for which compensation and reimbursement is sought:	June 1, 2018 through June 30, 2018
Amount of compensation sought as actual, reasonable and necessary:	\$136,534.00 <sup>2</sup>
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$37.00

This is an:  X  monthly \_\_\_ interim \_\_\_ final application.

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<sup>1</sup> The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors' noticing and claims agent at [www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC), or by contacting the undersigned counsel for the Debtors.

<sup>2</sup> The amount of fees sought in this application reflects a voluntary reduction of \$14,779.50 or 9.78%.

**PRIOR APPLICATIONS FILED**

<b>Date Filed/ Docket No.</b>	<b>Period Covered</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Approved Fees to Date</b>	<b>Approved Expenses to Date</b>	<b>Court Order/CNO Filed</b>
3/29/18; Dkt. No. 861	1/23/18 through 2/28/18	\$733,127.75	\$27,134.27			7/9/18; Dkt. No. 2123
4/27/18; Dkt. Nos. 1682 & 1683	First Interim Period – 1/23/18 through 2/28/18			\$728,799.00	\$25,901.57	7/9/18; Dkt. No. 2123
4/24/18; Dkt. No. 1624	3/1/18 through 3/31/18	\$513,200.75	\$17,413.30	\$410,560.60	\$17,413.30	5/16/18; Dkt. No. 1810
5/24/18 Dkt. No. 1861	4/1/18 through 4/30/18	\$165,154.00	\$1,534.34	\$132,123.20	\$1,534.34	6/28/18; Dkt. No. 2058
7/9/18 Dkt. No. 2127	5/1/18 through 5/31/18	\$246,676.00	\$5,957.58	Pending	Pending	CNO to be filed on 7/31/18

**COMPENSATION BY INDIVIDUAL**

<b>Timekeeper</b>	<b>Position</b>	<b>Practice Group</b>	<b>Rate</b>	<b>Hours</b>	<b>Amount</b>
Jeffrey S. Sabin	Partner	Bankruptcy and Creditors' Rights. Joined the firm as a partner in 2014. Member of the New York bar since 1978.	\$1,245.00	35.60	\$44,322.00
Andrew J. Currie	Partner	Bankruptcy and Creditors' Rights. Joined the firm as a partner in 2008. Member of the Michigan bar since 1996; member of the Maryland bar since 2009; and member of the District of Columbia bar since 2000.	\$835.00	16.40	\$13,694.00

Jamie L. Edmonson	Partner	Bankruptcy and Creditors' Rights. Joined the firm as a partner in 2013. Member of the California bar since 1996. Member of the Delaware bar since 2002.	\$765.00	42.70	\$32,665.50
Brian J. O'Connor	Partner	Tax and Wealth Planning. Joined the firm as an associate in 1996. Member of the Virginia bar since 1991. Member of the Maryland bar since 1998. Member of the District of Columbia bar since 2005.	\$980.00	3.30	\$3,234.00
Carol Weiner Levy	Counsel	Bankruptcy and Creditors' Rights. Joined the firm as counsel in 2014. Member of the New York bar since 1987.	\$695.00	23.30	\$16,193.50
Daniel A. O'Brien	Associate	Bankruptcy and Creditors' Rights. Joined the firm as an associate in 2014. Member of the Delaware bar since 2006.	\$650.00	40.10	\$26,065.00
Liana Shaw	Paralegal	Joined the firm as a paralegal in 2013.	\$225.00	1.60	\$360.00
<b>GRAND TOTAL</b>				<b>163.00</b>	<b>\$136,534.00</b>
<b>BLENDED RATE:</b>			<b>\$837.63</b>		

**COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees (\$)</b>
(WB01) Unitholder classification issues	0.0	\$0
(WB02) Substantive consolidation issues	0.0	\$0
(WB05) Communications with Debtors/advisors/trustee	2.80	\$2,289.00
(WB06) Plan formulation consultation and analysis	79.00	\$75,588.00
(WB07) Investigate conduct, assets, liabilities, financial conditions, business operations and case content	8.70	\$7,365.00
(WB08) Other services	8.30	\$6,037.50
(WB09) Non-working travel time	0.0	\$0
(WB10) Communications with Unitholders	25.30	\$19,263.00
(WB11) Retention and fee applications	35.60	\$23,439.00
(WB12) Hearing attendance	2.90	\$2,218.50
(WB13) Communications with other committees/advisors	.40	\$334.00
<b>TOTAL:</b>	<b>163.00</b>	<b>\$136,534.00</b>

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Total Expenses (\$)</b>
Legal Research/Lexis-	\$0.00
Luncheon/Dinner conference	\$0.00
Travel Expenses	\$0.00
Conferencing Services	\$37.00
<b>TOTAL EXPENSES:</b>	<b>\$ 37.00</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:

WOODBRIIDGE GROUP OF  
COMPANIES LLC, *et al.*<sup>1</sup>

Debtors.

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:  
: Chapter 11  
: Case No. 17-12560 (KJC)  
:  
: Jointly Administered  
:  
: **Obj. Deadline: August 9, 2018 at 4:00 p.m. (ET)**  
: **Hearing Date: Only as Required**  
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**FIFTH MONTHLY FEE APPLICATION OF VENABLE LLP AS COUNSEL  
TO THE OFFICIAL AD HOC COMMITTEE OF UNITHOLDERS  
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT  
OF EXPENSES INCURRED FOR THE PERIOD FROM  
JUNE 1, 2018 THROUGH JUNE 30, 2018**

Pursuant to sections 11 U.S.C. §§ 330 and 331 (the “Bankruptcy Code”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the law firm of Venable LLP (“Venable”) seeks reasonable compensation for professional legal services rendered as counsel to the Official Ad Hoc Committee of Unitholders (the “Unitholders’ Committee”) appointed in the above-captioned chapter 11 cases (the “Cases”) of Woodbridge Group of Companies LLC and its affiliated debtors and debtors-in-possession (the “Debtors”) by order of the Court dated January 23, 2018 [Dkt. No. 357] (the “Settlement Order”) to represent the interests of unitholders of various Debtors, in the amount of \$136,534.00, together with reimbursement for actual and necessary expenses incurred

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<sup>1</sup> The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors’ noticing and claims agent at [www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC), or by contacting the undersigned counsel for the Debtors.

in the amount of \$37.00, for the period commencing June 1, 2018 through and including June 30, 2018 (the “Fee Period”). Pursuant to the order of this Court dated January 9, 2018 [Dkt. No. 261] (the “Compensation Order”), Venable seeks 80% reimbursement of its total reasonable and necessary fees incurred, in the amount of \$109,227.20, together with 100% reimbursement for actual and necessary expenses incurred in the amount of \$37.00, for the Fee Period. In support of its Application, Venable respectfully represents as follows:

### **JURISDICTION AND VENUE**

1. This court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are Bankruptcy Code sections 330 and 331.

### **BACKGROUND**

3. On December 4, 2017 (the “Initial Petition Date”), Woodbridge Group of Companies, LLC and 278 of its affiliates (the “Initial Debtors”) each filed a voluntary petition for relief under title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”).

4. On December 14, 2017, the United States Trustee (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors (the “Committee”) to represent the interests of all unsecured creditors in these Cases pursuant to section 1102 of the Bankruptcy Code.

5. On January 23, 2018, the Court entered the Settlement Order, approving the term sheet annexed thereto as Exhibit 1 (the “Term Sheet”) pursuant to Bankruptcy Code sections 105(a) and 1102 and Bankruptcy Rule 9019. *See* Settlement Order at ¶ 5. The Term Sheet (and Settlement Order by incorporation) provides for, among other things, the formation and

appointment of the Unitholders' Committee. With respect to the Unitholders' Committee, the Term Sheet provides, in pertinent part, that:

In settlement of the motion to form an official Unitholders committee filed on January 8, 2018 (Docket No. 250), the Unitholders will be permitted to form a single 1-2 member Ad Hoc Unitholder Group with an all-in professional budget not to exceed \$1.5 million through January 1, 2019. Not to duplicate the Committee's or the proposed Ad Hoc Noteholders (who claim they are secured) responsibilities, the Ad Hoc Unitholder Group will be tasked with litigating and/or negotiating (a) whether Unitholders should be treated as creditors or equity security holders in these chapter 11 cases, including in connection with any plan or asset disposition and (b) whether substantive consolidation is in the best interests of the Unitholders; and

Professionals for the Ad Hoc Groups [*i.e.*, the Unitholders' Committee and the Noteholder Committee] shall be retained pursuant to Court order and shall file fee applications each month with the Bankruptcy Court, and shall be subject to approval of fee amounts by the Bankruptcy Court and review of fees in accordance with the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines and as otherwise ordered by the Bankruptcy Court, including sections 330 and 331, with parties in interest encouraged to meet and confer on scope and budget issues promptly with respect to such fee applications.

Term Sheet at ¶¶ 11, 14.

6. The Unitholders' Committee was formed on January 23, 2018, and is currently comprised of: (i) Dr. Raymond C. Blackburn, and (ii) Dr. Chris C. Pinney.

7. On February 8, 2018, the Court entered an order [Dkt. No. 525] (the "Fee Examiner Order") appointing a fee examiner and establishing related procedures for the review of fee applications of retained professionals in these Cases.

8. On February 9, 2018, fourteen additional debtors (the "Second Round Debtors") filed voluntary chapter 11 petitions.

9. On February 16, 2018, the Unitholders' Committee filed its application to retain Venable as counsel [Dkt. No. 615] (the "Retention Application").



10. On March 8, 2018, the Court entered an order granting the Retention Application, authorizing and approving the employment of Venable as counsel to the Unitholders' Committee [Dkt. No. 719] (the "Retention Order"), *nunc pro tunc* to January 23, 2018.

11. On March 9, 2018, two additional debtors (the "Third Round Debtors") filed voluntary chapter 11 petitions.

12. On March 23, 2018, seven additional (the "Fourth Round Debtors") filed voluntary chapter 11 petitions.

13. On March 27, 2018, four additional (the "Fifth Round Debtors") filed voluntary chapter 11 petitions.<sup>2</sup>

#### **SUMMARY OF SERVICES RENDERED**

14. Venable submits this Application in accordance with the Settlement Order, Compensation Order, Fee Examiner Order, Retention Order, sections 330 and 331 of the Bankruptcy Code, and applicable provisions of the Bankruptcy Rules, Local Rules and U.S. Trustee Guidelines. All services for which Venable requests compensation were performed for, or on behalf of, the Unitholders' Committee. This is the fourth monthly fee application filed by Venable in these Cases.

15. For the Fee Period, Venable seeks compensation in the amount of \$136,534.00 in connection with the professional services rendered by it to the Unitholders' Committee in these Cases. A detailed statement of hours spent rendering legal services to the Unitholders' Committee supporting Venable's compensation request is attached hereto as Exhibit A.

16. The services rendered by Venable during the Fee Period, grouped in categories set forth in Exhibit A, relate to the scope of the Unitholders' Committee's responsibilities set forth in

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<sup>2</sup> The Debtors encompass the Initial Debtors, Second Round Debtors, Third Round Debtors, Fourth Round Debtors, and Fifth Round Debtors, collectively.

paragraph 11 of the Term Sheet or were otherwise necessary to permit the effective performance of those responsibilities or to comply with various Court orders and applicable provisions of the Bankruptcy Code, Bankruptcy Rules and Local Rules. The attorneys and paralegals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

### **DISBURSEMENTS**

17. Venable has incurred out-of-pocket disbursements during the Fee Period in the amount of \$37.00. This disbursement sum is broken down into categories of charges, including, among other things, court filing fees, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying and scanning charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by Venable to outside copying services for use in mass mailings, travel expenses, expenses for working meals, computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other. A complete review by category of the expenses incurred during the Fee Period may be found in Exhibit B attached hereto. To the extent such itemization is insufficient to satisfy the requirements of Local Rule 2016-2, Venable respectfully requests that the Court waive strict compliance with such rule.

18. Pursuant to Rule 2016-2 of the Local Rules, Venable represents that its rate for duplication is \$0.10 per page, its rate for outgoing telecopier transmissions is \$0.25 per page (excluding related long distance transmission charges), there is no charge for incoming telecopier transmissions, and there is no surcharge for computerized research.

**VALUATION OF SERVICES**

19. Attorneys and paraprofessionals of Venable have expended a total of 163.00 hours in connection with this matter during the Fee Period.

20. The amount of time spent by each of these persons providing services to the Unitholders' Committee for the Fee Period is fully set forth in detail in Exhibit A attached hereto. These are Venable's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by Venable for the Fee Period as counsel to the Unitholders' Committee is \$136,534.00.

21. Venable believes that the time entries included in Exhibit A and the expense breakdown set forth in Exhibit B are in compliance with the requirements of Local Rule 2016-2.

22. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amounts requested for compensation and expense reimbursement are fair and reasonable given: (a) the complexity of these cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

23. Venable has received no payment and no promises for payment from any source for services rendered in connection with these cases, other than in accordance with the Bankruptcy Rules. There is no agreement or understanding between Venable and any other person (other than members of Venable) for the sharing of compensation to be received for the services rendered in these Cases.

24. On March 27, 2018, the Debtors filed a plan term sheet [Dkt. No. 828] (the "Plan Term Sheet"), which resulted from vigorous negotiations between the Debtors, the Committee, the Unitholders' Committee and the Noteholder Committee (as defined in the Plan Term Sheet). As part of that Plan Term Sheet, the Unitholders' Committee's professional fee budget was increased

to \$2.1 million. Venable has not received (or requested) fees in excess of the Unitholders' Committee's current professional fee budget set forth in paragraph 11 of the Term Sheet, as modified by the Plan Term Sheet.

25. The undersigned has reviewed the requirements of Local Rule 2016-2, and certifies that this Application and the Exhibits attached hereto comply therewith and a copy of this Application has been sent to the notice parties set forth in the Compensation Order.

26. This Application covers the period June 1, 2018 through and including June 30, 2018. Venable has and will continue to perform additional necessary services subsequent to June 30, 2018, for which Venable will file subsequent fee applications.

WHEREFORE, Venable requests that approval be made to it for the current Fee Period in the sum of \$136,534.00 the total compensation for necessary professional services rendered, 80% of which is to be currently paid upon the filing of a certificate of no objection, and the sum of \$37.00 for reimbursement of actual necessary costs and expense incurred by it in these Cases during the Fee Period.

Dated: July 19, 2018

**VENABLE LLP**

/s/ Jamie L. Edmonson, Esq.  
Jamie L. Edmonson (No. 4247)  
Daniel A. O'Brien (No. 4897)  
1201 North Market Street, Suite 1400  
Wilmington, DE 19801  
(302) 298-3535 (Telephone)  
(302) 298-3550 (Facsimile)

-and-

Jeffrey S. Sabin, Esq.  
Rockefeller Center  
1270 Avenue of the Americas  
The Twenty-Fifth Floor  
New York, NY 10020  
(212) 307-5500 (Telephone)  
(212) 307-5598 (Facsimile)

- and -

Andrew J. Currie, Esquire  
750 E. Pratt Street, Suite 900  
Baltimore, MD 21202  
(410) 244-7400 (Telephone)  
(410) 244-7742 (Facsimile)

*Counsel to the Official Ad Hoc Committee of  
Unitholders*

-

VERIFICATION

STATE OF DELAWARE            ]  
  ]  
COUNTY OF NEW CASTLE       ]

ss:

1.       Jamie L. Edmonson, after being duly sworn according to law, hereby deposes and says:

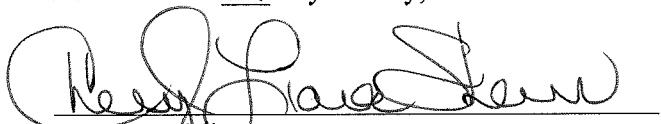
2.       I am a Partner in the applicant firm, Venable LLP ("Venable"), and have been admitted to appear before this Court.

3.       I have personally performed many of the legal services rendered by Venable to the Official Ad Hoc Committee of Unitholders in the above-captioned chapter 11 cases of Woodbridge Group of Companies LLC and its affiliated debtors and debtors-in-possession, and am familiar with all other work performed on behalf of the lawyers and paraprofessionals at Venable.

4.       The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

  
Jamie L. Edmonson

SWORN TO AND SUBSCRIBED before me this 19<sup>th</sup> day of July, 2018.

  
Notary Public  
My Commission Expires: June 1, 2019



## **Exhibit A**

**Payment By Check**

Venable LLP  
Post Office Box 62727  
Baltimore, MD 21264-2727

**US Wire Transfers/ACH**

PNC Bank  
Venable LLP Escrow Acct.  
Account No.: 5501298602  
Wire ABA No.: 031000053  
ACH ABA No.: 054000030

**Bank Address**

PNC Bank  
One East Pratt St.  
Baltimore, MD 21202

**International Wires**

Please add:  
Swift Identifier  
PNCCUS33

**Federal ID: 52-0517250**

For Billing Inquiries  
Contact:  
Finance@Venable.com  
410.528.2805

June 30, 2018

Invoice No.  
Attorney:  
Client.Matter:

1977162  
Sabin, Jeffrey S.  
138278.425957

Woodbridge Group of Companies  
14225 Ventura Blvd. #100  
Sherman Oaks, CA 91423

**INVOICE SUMMARY**

Services rendered for the period through 06/30/18 in connection with Woodbridge Unitholders' Committee

Fees	\$136,534.00
Disbursements	<u>\$37.00</u>
<b>Total Fees and Disbursements</b>	<b>\$136,571.00</b>





June 30, 2018

Invoice No. 1977162

Sabin, Jeffrey S.

Client.Matter: 138278.425957

Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

**PROFESSIONAL SERVICES****Communications with Debtors/advisors/other committees**

<b><u>DATE</u></b>	<b><u>TKPR</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>
06/18/18	Edmonson, Jamie L.	Review email from M. Litvak and attached draft noteholder liquidity facility term sheet	0.40
06/26/18	Currie, Andrew	Correspondence from BRG regarding tax issues and plan and disclosure statement (.2); correspond with Mr. Weiss regarding weekly call (.1); correspond with Mr. Bambrick regarding property sales update (.2)	0.50
06/27/18	Edmonson, Jamie L.	Review email from J. Weiss regarding terms of settlement between the SEC and Shapiro	0.30
06/27/18	Currie, Andrew	Correspond with Mr. Sabin regarding call regarding debtor updates (.1); prepare for all hands update call and review latest debtor and property sales update (.3); participate in call with Messrs. Tuchin, Weiss, Chin, Sharpe, Dundon, Kortanek and Ms. Nelson regarding update, plan, SEC status, property updates and liquidity facility (.8); review summary of SEC terms and settlement with Mr. Shapiro (.4)	1.60

**Professional Services Total****\$2,289.00****Plan formulation consultation and analysis**

<b><u>DATE</u></b>	<b><u>TKPR</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>
06/01/18	Sabin, Jeffrey S.	Review of revised plan and comments from all parties, including changes to tax provisions (1.1); review of statement of Noteholders regarding Contrarian disputes (.6); drafted outline for statement of Unitholders regarding Contrarian disputes and review of documents relevant to same (1.3); began review/analysis of initial draft disclosure statement (1.6)	4.60
06/01/18	Levy, Carol Weiner	Begin reviewing disclosure statement	1.30
06/01/18	Currie, Andrew	Begin review of disclosure statement	0.60
06/01/18	O'Brien, Daniel A.	Emails with J. Edmonson regarding statement in support of debtors' objection to Contrarian claim	0.40
06/01/18	Edmonson, Jamie L.	Begin review of draft disclosure statement	1.10
06/04/18	Sabin, Jeffrey S.	Began review/analysis of draft disclosure statement (1.7); telephone conference re: tax issues (.6)	2.30
06/04/18	Currie, Andrew	Correspondence regarding plan and liquidity call (.1); correspond with Mr. Sabin regarding plan issues (.1); continue review of disclosure statement (.9)	1.10
06/04/18	O'Brien, Daniel A.	Review docket, pleadings, including objection to Contrarian claim, responses and replies thereto, agenda for 6/5 hearing	2.50
06/04/18	Edmonson, Jamie L.	Continued review and analysis of draft disclosure statement	3.20



June 30, 2018

Invoice No. 1977162

Sabin, Jeffrey S.

Client.Matter: 138278.425957

Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
06/05/18	O'Brien, Daniel A.	Review Argo response in support of claims trading, amended agenda (0.3)	0.30
06/06/18	Currie, Andrew	Review revised plan (.4); review draft letter to SEC in connection with plan and registration issues (.3)	0.70
06/06/18	O'Brien, Daniel A.	Review further plan revisions	1.50
06/06/18	Edmonson, Jamie L.	Review email from W. Holt and further revised proposed plan	1.20
06/07/18	Currie, Andrew	Review revised disclosure statement (.4); multiple correspondence regarding SEC letter and revisions (.3); follow-up regarding unit liquidity and plan issues (.3)	1.00
06/07/18	Edmonson, Jamie L.	Continued review and analysis of draft disclosure statement	1.70
06/08/18	Edmonson, Jamie L.	Continued review and analysis of draft disclosure statement	1.60
06/11/18	Edmonson, Jamie L.	Review Pachulski's comments to further revised draft plan	0.60
06/13/18	Edmonson, Jamie L.	Continued review and analysis of draft disclosure statement and plan	2.30
06/16/18	Sabin, Jeffrey S.	Review of draft term sheet for Noteholder loan facility and (1) draft revisions to same and (2) telephone conference with Debtors' counsel re: same (1.2); review of draft trading Moratorium extension and draft of comments and questions re: same (.7); telephone conference with Debtors' counsel re: Noteholder facility, trading moratorium and disclosure statement matters (.7)	2.60
06/16/18	Currie, Andrew	Multiple correspondence with Messrs. Sabin, Tuchin and Litvak regarding SEC and plan issues (.3)	0.30
06/17/18	Currie, Andrew	Correspond with Mr. Sabin regarding draft term sheet for liquidity facility (.1); review same (.3)	0.40
06/18/18	Sabin, Jeffrey S.	Review/responses to debtors' draft trading moratorium, including clients (1.2); review/revisions to draft term sheet for loan facility and telephone conference with Debtors' counsel re: same (.6); telephone conference with Debtor's counsel re: timing for delivery of revised business plan, projections and other plan matters (.4); conference call with Committee members re: update on all plan related matters (.7)	2.90
06/18/18	Currie, Andrew	Review revised disclosure statement	0.70
06/19/18	Sabin, Jeffrey S.	Review of correspondence from Committee counsel re: Sarachek request for "position" paper and memo to clients re: same (.6); review of Debtors' amended Notice re: Moratorium on trading of Notes and Units (.3); review of correspondence and revised term sheet re: Noteholder proposed loan facility and response to same (.4)	1.30
06/19/18	Currie, Andrew	Continue review of revised disclosure statement	0.30
06/20/18	Sabin, Jeffrey S.	Review/analysis of Court decision re: Debtors' objection to Contrarian claim and memo to clients re: same (1.1); review of recent motions for approval of property sales and memo to clients re: same (1.6)	2.70
06/20/18	Currie, Andrew	Analysis of revised disclosure statement (.4); review response to motion to terminate exclusivity from debtors (.2)	0.60



June 30, 2018

Invoice No. 1977162

Sabin, Jeffrey S.

Client.Matter: 138278.425957

Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
06/20/18	Edmonson, Jamie L.	Review Debtors' objection to La Rochelle motion to terminate exclusivity	0.40
06/21/18	Sabin, Jeffrey S.	Review/analysis of debtors' motion to dismiss Noteholder Owlwood Adversary (1.6); review of proposed Sarachek settlement (.4); review of recent proposed asset sale motions (.6); review of letter to SEC re: exemption request re: financials related to plan (.8)	3.40
06/21/18	O'Brien, Daniel A.	Review docket, Court opinion on claims trading, effect on plan as contemplated	0.90
06/22/18	Sabin, Jeffrey S.	Review of updated dockets and certain pleadings in California Class Actions and SEC Miami Action, as same relate to plan and/or litigation trust (1.6); began review of latest revised plan (.7); review of debtors' response to motion to terminate exclusivity (.6)	2.90
06/22/18	Edmonson, Jamie L.	Review email from W. Holt regarding further amended draft chapter 11 plan (.1); begin review of amended draft plan (2.3)	2.40
06/22/18	Currie, Andrew	Correspondence from Mr. Holt regarding revised plan and SEC update (.2); continue review and analysis of plan and disclosure statement issues (.6)	0.80
06/25/18	Currie, Andrew	Continue review of revised plan	0.60
06/26/18	Sabin, Jeffrey S.	Began review/analysis of revised disclosure statement	1.10
06/26/18	Edmonson, Jamie L.	Review email from J. Weiss and attached revised draft disclosure statement	2.20
06/26/18	Currie, Andrew	Correspondence regarding update, SEC, response and plan issues (.3); continue review of revised disclosure statement (.8)	1.10
06/27/18	Sabin, Jeffrey S.	Review of correspondence re: summary of SEC/Shapiro settlement and potential issues re: plan (.6); review of Ocala New Class Action re: potential Comerica Action (.7)	1.30
06/27/18	Levy, Carol Weiner	Review revised plan	1.10
06/27/18	Edmonson, Jamie L.	Review email from R. Orgel and attached proposed revisions to disclosure statement (.7); review email from M. Tuchin regarding same (.1)	0.80
06/27/18	Currie, Andrew	Review correspondence from Mr. Orgel regarding revisions to disclosure statement	0.30
06/27/18	O'Brien, Daniel A.	Continue review revisions to draft plan and review and analyze disclosure statement	3.70
06/28/18	Sabin, Jeffrey S.	Review of proposed extension for SEC to file discharge complaint and memo to and telephone conferences with Committee members re: same (.7); review of recent class action against Bank of America in similar Ponzi scheme (.8); review of revised business plan and related materials (.9); telephone conference with SEC bankruptcy counsel re: plan issues and SEC settlement issue (.6)	3.00



June 30, 2018

Invoice No. 1977162

Sabin, Jeffrey S.

Client.Matter: 138278.425957

Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
06/28/18	Currie, Andrew	Correspond and confer with Mr. Sabin regarding open issues, plan SEC, trading and debtor updates (.5); correspond and call with Mr. O'Brien regarding plan related documents (.2); begin review of updated business plan an comparison to March business plan (.5); review updated broker chart (.2); continue review of disclosure statement (.5)	1.90
06/28/18	Levy, Carol Weiner	Review and comment on disclosure statement	2.80
06/28/18	O'Brien, Daniel A.	Review data room, updated business plan and broker summary (0.6); emails with J. Sabin, C. Levy, J. Edmonson and A. Currie regarding same (0.3)	0.90
06/29/18	Sabin, Jeffrey S.	Review/revisions to latest draft of Noteholders' liquidity facility and correspondence re: same (.7); review of additional documents re: revised business plan, including proposed/signed contracts for property sales and broker contracts (1.2) analysis of summary of SEC proposed Shapiro settlement and preparation of outline of open issues re: same (1.7); review of Sarachek/Committee settlement and update re: compliance (or not) re: same (.3); review of open issues re: SEC historical financials issues (1.2)	5.10
06/29/18	Currie, Andrew	Review motion to extend exclusivity (.2); continue review of revised plan and disclosure statement (.8); continue review of updated business plan and impact on plan (.3)	1.30
06/29/18	Edmonson, Jamie L.	Review Debtors' second motion to extend the exclusivity periods	0.40
06/29/18	Levy, Carol Weiner	Respond to J.Sabin inquiries regarding SEC action and related law suits	0.60
06/29/18	O'Brien, Daniel A.	Emails with Debtors' counsel regarding data room access	0.20
<b>Professional Services Total</b>			<b>\$75,588.00</b>

**Investigate conduct, assets, liabs, financial cond, bus ops, case cont**

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
06/03/18	O'Connor, Brian J.	Document review; analysis	1.10
06/05/18	Edmonson, Jamie L.	Review Debtors' monthly operating report for March 2018	1.30
06/12/18	O'Connor, Brian J.	Research; analysis re: tax issues (1.9); discussion with J. Sabin (.3)	2.20
06/19/18	Edmonson, Jamie L.	Review Debtors' motions to approve sale of (1) 26 Saddlehorn Court, Carbondale, CO (.6); (2) 180 A Seeburg Circile, Carbondale, CO (.6); 180 W. Diamond A Ranch Road, Carbondale, CO (.6); 15655 Woodvale Road, Encino, CA (.6); 800 Stradella Road, Los Angeles, CA (1.1); 14112 Roscoe Boulevard, Panorama City, CA (.6)	4.10
<b>Professional Services Total</b>			<b>\$7,365.00</b>



June 30, 2018

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Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

**Other services**

<b><u>DATE</u></b>	<b><u>TKPR</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>
06/01/18	Edmonson, Jamie L.	Review COC and proposed order approving sale of 780 E. Valley Road, Unit C-126, Basalt, CO property	0.60
06/01/18	Edmonson, Jamie L.	Emails with J. Sabin regarding preparation of joinder to Debtors' reply in support of objection to Contrarian claim (.2); review Noteholder Committee's statement in connection with same (.3); prepare and file joinder in support (.7)	1.20
06/04/18	Edmonson, Jamie L.	Review Argo Partners' statement in connection with Debtors' objection to Contrarian claim	0.40
06/05/18	Edmonson, Jamie L.	Review amended Rule 2019 statement of the Sarachek law firm	0.40
06/06/18	Edmonson, Jamie L.	Review draft letter to SEC re Trust Interest Registration	1.60
06/19/18	Edmonson, Jamie L.	Review draft motion of the Creditors' and Noteholders' Committees for approval of noteholder liquidity facility	0.60
06/20/18	Shaw, C. Liana	Continue working on obtaining fee auditor requests for back up expenses (.4); e-mails to J. Holland regarding requested information (.1)	0.50
06/20/18	Levy, Carol Weiner	Update website	0.60
06/20/18	Edmonson, Jamie L.	Review Court's opinion relating to objection to Contrarian Funds proof of claim	0.70
06/28/18	Edmonson, Jamie L.	Review revised business plan in data room	1.70
<b>Professional Services Total</b>			<b>\$6,037.50</b>

**Communications with Unitholders**

<b><u>DATE</u></b>	<b><u>TKPR</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>
06/01/18	Levy, Carol Weiner	Respond to inquiries	0.70
06/04/18	Levy, Carol Weiner	Respond to unitholder inquiries	2.00
06/04/18	O'Brien, Daniel A.	Return unitholder inquiries	0.30
06/05/18	Levy, Carol Weiner	Respond to inquiries	3.20
06/06/18	Levy, Carol Weiner	Respond to inquiries and follow up with claims agent regarding same	2.30
06/06/18	Edmonson, Jamie L.	Telephone and email communications with unitholders regarding status, proofs of claim	0.70
06/07/18	Levy, Carol Weiner	Respond to inquiries	2.70
06/11/18	Levy, Carol Weiner	Respond to inquiries	0.80
06/12/18	Levy, Carol Weiner	Respond to inquiries	1.90
06/12/18	O'Brien, Daniel A.	Return unitholder inquiries	0.30
06/14/18	Levy, Carol Weiner	Respond to inquiries	1.20



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Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
06/14/18	Edmonson, Jamie L.	Numerous telephone calls and emails with unitholders regarding proofs of claim, status of case	0.80
06/15/18	Levy, Carol Weiner	Respond to inquiries	0.40
06/15/18	Edmonson, Jamie L.	Numerous calls with unitholders regarding proofs of claim and filing of same (.6); emails with C. Levy regarding same (.1)	0.70
06/18/18	O'Brien, Daniel A.	Return unitholder inquiries	0.30
06/18/18	Currie, Andrew	Call with Ms. Levy regarding website and unitholder issues (.1); call with Dr. Blackburn regarding update (.2); participate in call with Mr. Sabin, Dr. Blackburn and Dr. Pinney regarding plan updates (.6)	0.90
06/18/18	Edmonson, Jamie L.	Review notice of further moratorium on trading and email from J. Sabin regarding same (.3); telephone call with J. Sabin, A. Currie, R. Blackburn and C. Pinney regarding same, note holder liquidity facility and status (.6)	0.90
06/20/18	Sabin, Jeffrey S.	Multiple calls with Unitholders re: bar date and plan matters	0.70
06/22/18	Sabin, Jeffrey S.	Multiple calls with Unitholders re: plan issues and status of "rumored" SEC settlement	0.70
06/22/18	Edmonson, Jamie L.	Numerous telephone calls and emails in response to unitholder inquiries	0.80
06/22/18	O'Brien, Daniel A.	Return unitholder inquiries	0.30
06/26/18	Sabin, Jeffrey S.	Review of correspondence from Unitholders re: pension issues (.4); began analysis of same (.6)	1.00
06/26/18	Levy, Carol Weiner	Respond to unitholder inquiries	0.70
06/27/18	Levy, Carol Weiner	Respond to unitholder inquiries	0.50
06/27/18	O'Brien, Daniel A.	Return unitholder inquiries	0.30
06/28/18	Currie, Andrew	Correspond with Dr. Blackburn regarding SEC, plan updates and timing	0.20
<b>Professional Services Total</b>			<b>\$19,263.00</b>

**Retention and fee applications**

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
06/14/18	O'Brien, Daniel A.	Emails with J. Edmonson regarding response to fee examiner comments to first interim fee application (.2); begin review of same (.7)	0.90
06/15/18	Shaw, C. Liana	Review and respond to e-mail from J. Edmonson regarding fee examiner report (.1); review spreadsheet and finalize dates, back-up reports and additional requested by fee examiner (1.5)	1.10
06/15/18	O'Brien, Daniel A.	Emails with J. Edmonson regarding response to fee examiner's report (0.3); emails and office conferences with L. Shaw regarding same (0.4); continue review of comments and break down entries for professionals to review and comment on (1.9)	2.60





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<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
06/18/18	Levy, Carol Weiner	Review fee examiner report and comment on same with regard to my time entries (0.5)	0.50
06/18/18	O'Brien, Daniel A.	Review, comment and respond to inquiries by fee examiner (1.9); calls with Mr. Currie regarding (0.6); circulate individualized spreadsheets to timekeepers for review and comment and provided instructions and details regarding fee examiner comments and inquiries (0.9)	3.40
06/18/18	Currie, Andrew	Review fee examiner comments to interim fees (.2); confer with Mr. O'Brien regarding same (.2); prepare revisions to same (.2)	0.60
06/18/18	Edmonson, Jamie L.	Review email from D. O'Brien regarding fee examiner initial comments (.2); review email from C. Levy regarding same (.2)	0.40
06/19/18	O'Brien, Daniel A.	Continue review/revisions/responses/comments to time entries per comments from fee examiner (2.5); emails with C. Levy regarding same (0.1); review comments from C. Levy (0.4); emails with Mr. Currie regarding same (0.1)	3.10
06/21/18	Currie, Andrew	Correspond with Mr. Sabin regarding fee issues (.1); correspond with Mr. O'Brien regarding fee examiner and update (2); call with Mr. O'Brien regarding revisions (.2)	0.50
06/21/18	Edmonson, Jamie L.	Emails with D. O'Brien and L. Shaw regarding response to fee examiner and information needed (.2); review time entries and prepare explanation for those entries referenced by fee examiner (.6); review email from J. Sabin and attached proposed revisions to May prebill (.4)	1.20
06/21/18	O'Brien, Daniel A.	Continue reviewing and responding to fee examiner inquiries and comments, editing time entries as necessary (1.9); emails with J. Sabin, J. Edmonson, A. Currie, X. Strohbehn, C. Levy and N. Koffroth regarding same (0.3); emails and office conference with J. Edmonson regarding same (0.2)	2.40
06/22/18	O'Brien, Daniel A.	Continue to review fee examiner comments, draft responses to same and edit time entries as necessary and continue to track down expense back-ups and review same (2.7); circulate working draft to J. Sabin, X. Strohbehn and N. Koffroth, C. Levy and J. Edmonson with comment (0.2); emails with J. Edmonson regarding time entries (0.2); emails with N. Koffroth regarding same (0.2);	3.30
06/25/18	Edmonson, Jamie L.	Numerous emails with D. O'Brien regarding backup expenses with respect to response to fee examiner (.3); emails with D. O'Brien and J. Sabin regarding response to fee examiner (.3)	0.60
06/25/18	O'Brien, Daniel A.	Emails with X. Strohben regarding comments (0.2); emails with J. Sabin regarding comments (0.2); emails with J. Edmonson regarding same (0.2); continue to review backup for expenses, to revise time entries, respond to fee examiner inquiries and input team comments (3.5); emails with L. Shaw regarding back-up receipts (0.2); review additional backup (0.3)	4.60
06/26/18	Edmonson, Jamie L.	Numerous conversations and emails with D. O'Brien and J. Sabin regarding response to fee examiner's initial report (.4); review emails from D. O'Brien and E. Frejka regarding same (.1)	0.50



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<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
06/26/18	O'Brien, Daniel A.	Emails and call with J. Sabin regarding comments/responses to fee examiner inquiries (0.4); call with A. Currie regarding same (0.1); emails with J. Edmonson regarding same (0.3); review and organize backup for expenses and finalize responses to fee examiner inquiries (3.2); email fee examiner regarding same/offer (0.3)	4.30
06/28/18	Edmonson, Jamie L.	Numerous emails with D. O'Brien and J. Sabin regarding negotiations with fee examiner regarding first interim fee application (.4); review May prebill for compliance, privilege (.9); review and approve CNO for third monthly fee application (.1)	1.40
06/28/18	O'Brien, Daniel A.	Emails with J. Edmonson regarding call with examiner (0.2); call with fee examiner regarding initial report (0.3); office conferences with J. Edmonson regarding same (0.2); emails and calls with J. Sabin regarding same (0.8); review term sheet, fee examiner order and interim order and office conference with J. Edmonson regarding same (0.5); emails with fee examiner regarding initial report (0.7)	2.70
06/29/18	Edmonson, Jamie L.	Emails with D. O'Brien and J. Sabin regarding first interim fee application (.2); review consolidated final report of the fee examiner (.4)	0.60
06/29/18	O'Brien, Daniel A.	Emails with J. Edmonson regarding status of negotiations with fee examiner (0.1); review final report and emails with fee examiner regarding same (0.5); emails with J. Edmonson regarding same (0.2); emails with J. Sabin regarding same (0.1)	0.90
<b>Professional Services Total</b>			<b>\$23,439.00</b>

**Hearing attendance**

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
06/04/18	Edmonson, Jamie L.	Review amended agenda for tomorrow's hearing	0.20
06/05/18	Edmonson, Jamie L.	Emails with J. Sabin regarding today's hearing (.2); prepare for hearing, including review of objection, responses, joinders (.7); attend hearing on objection to Contrarian claim (1.6); emails with D. O'Brien and J. Sabin regarding results from today's hearing (.2)	2.70
<b>Professional Services Total</b>			<b>\$2,218.50</b>

**Communications with Other Committees, advisors**

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
06/27/18	Currie, Andrew	Correspond with Ms. Nelson (FTI) regarding update and liquidity facility update	0.40
<b>Professional Services Total</b>			<b>\$334.00</b>





June 30, 2018

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Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

**SUMMARY OF SERVICES**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Currie, Andrew	16.40	835.00	13,694.00
Edmonson, Jamie L.	42.70	765.00	32,665.50
Levy, Carol Weiner	23.30	695.00	16,193.50
O'Brien, Daniel A.	40.10	650.00	26,065.00
O'Connor, Brian J.	3.30	980.00	3,234.00
Sabin, Jeffrey S.	35.60	1245.00	44,322.00
Shaw, C. Liana	1.60	225.00	360.00
	<b>163.00</b>		<b>\$136,534.00</b>
<b>Total Fees Billed</b>			<b>\$136,534.00</b>

**TASK CODE SUMMARY**

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Fee Amount</u>
WB05	Communications with Debtors/advisors/other committees	2.80	2,289.00
WB06	Plan formulation consultation and analysis	79.00	75,588.00
WB07	Investigate conduct, assets, liabs, financial cond, bus ops, case cont	8.70	7,365.00
WB08	Other services	8.30	6,037.50
WB10	Communications with Unitholders	25.30	19,263.00
WB11	Retention and fee applications	35.60	23,439.00
WB12	Hearing attendance	2.90	2,218.50
WB13	Communications with Other Committees, advisors	0.40	334.00
<b>Total</b>		<b>163.00</b>	<b>\$136,534.00</b>

# EXHIBIT B



June 30, 2018

Invoice No. 1977162

Sabin, Jeffrey S.

Client.Matter: 138278.425957

Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

**DISBURSEMENTS**

<b><u>Date</u></b>	<b><u>Activity</u></b>	<b><u>Amount</u></b>
06/01/18	Other – Courtcall, LLC, 103290jwc060518, CourtCall charges - Transaction date 05/15/18 - Jeffrey Sabin - CCID# 9076740	37.00
<b>Total Disbursements</b>		<b>\$37.00</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	:	
	:	Chapter 11
	:	Case No. 17-12560 (KJC)
WOODBRIIDGE GROUP OF	:	
COMPANIES LLC, <i>et al.</i>	:	Jointly Administered
	:	
Debtors.	:	<b>Obj. Deadline: August 9, 2018 at 4:00 p.m. (ET)</b>
	:	<b>Hearing Date: Only if Required</b>
	:	

**NOTICE OF APPLICATION**

TO: (I) THE DEBTORS, (II) COUNSEL TO THE DEBTORS, (III) COUNSEL TO DIP LENDER, (IV) COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, (V) COUNSEL TO THE NOTEHOLDERS' COMMITTEE, (VI) COUNSEL FOR THE SECURITIES AND EXCHANGE COMMISSION, (VII) THE OFFICE OF THE UNITED STATES TRUSTEE, AND (VIII) THE FEE EXAMINER.

**PLEASE TAKE NOTICE** that Venable LLP, counsel to the Official Ad Hoc Committee of Unitholders (the "Unitholders' Committee"), has filed its **Fifth Monthly Fee Application of Venable LLP as Counsel for the Official Ad Hoc Committee of Unitholders for Allowance of Compensation and Reimbursement of Expenses Incurred for the Period from June 1, 2018 through June 30, 2018** (the "Application"). The Application seeks allowance of monthly fees in the amount of \$136,534.00 and monthly expenses in the amount of \$37.00.

**PLEASE TAKE FURTHER NOTICE** that objections to the Application, if any, are required to be filed on or before **August 9, 2018 at 4:00 p.m. (ET)** (the "Objection Deadline") with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3<sup>rd</sup> Floor, 824 Market Street, Wilmington Delaware 19801.

**PLEASE TAKE FURTHER NOTICE** that at the same time, you must also serve a copy of the objection so as to be received by the following on or before the Objection Deadline: (i) the Debtors, c/o Development Specialists, Inc. 333 South Grand Ave., Suite 4070, Los Angeles, CA 90071, Attn: Bradley D. Sharp; (ii) counsel for the Debtors, Klee, Tuchin, Bogdanoff & Stern LLP, 1999 Avenue of the Stars, 39<sup>th</sup> Floor, Los Angeles, CA 90067, Attn: Michael L. Tuchin, Esq. and David A. Fidler, Esq. and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Sean M. Beach, Esq.; (iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, CA 90017, Attn: William Brody, Esq.; (iv) counsel for the Committee, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19801, Attn: Bradford J. Sandler, Esq. and Colin R. Robinson, Esq.; (v) counsel to the Noteholders' Committee, Drinker Biddle & Reath LLP, Attn: Steven K. Kortanek, Esq.; (vi) counsel for the Securities and Exchange Commission, 950 East Paces Ferry Road, N.E., Suite 900, Atlanta, Georgia 30326, Attn: David

Baddley, Esq.; (vii) the Fee Examiner, Frejka PLLC, 135 East 57<sup>th</sup> St, 6<sup>th</sup> Floor, New York, New York 10022, Attn: Elise S. Frejka, (viii) the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq. and Timothy J. Fox, Esq., and (ix) counsel to the Unitholders' Committee, Venable LLP, 1270 Avenue of the Americas, New York, New York, NY 10020, Attn: Jeffrey S. Sabin, Esq. and 1201 N. Market St., Suite 1400, Wilmington, DE 19801, Attn: Jamie L. Edmonson, Esq.

**PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT EXPENSES FOR RETAINED PROFESSIONALS [DOCKET NO. 261], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED INTERIM FEES AND 100% OF REQUESTED INTERIM EXPENSES WITHOUT FURTHER ORDER OF THE COURT. ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE WILL A HEARING BE HELD ON THE APPLICATION. ONLY THOSE PARTIES TIMELY FILING AND SERVING OBJECTIONS WILL RECEIVE NOTICE AND BE HEARD AT SUCH HEARING.**

Dated: July 19, 2018

**VENABLE LLP**

/s/ Jamie L. Edmonson, Esq.

Jamie L. Edmonson (No. 4247)

Daniel A. O'Brien (No. 4897)

1201 North Market Street, Suite 1400

Wilmington, DE 19801

(302) 298-3535 (Telephone)

(302) 298-3550 (Facsimile)

-and-

Jeffrey S. Sabin, Esq.

*(Admitted Pro Hac Vice)*

Carol Weiner Levy, Esq.

*(Admitted Pro Hac Vice)*

Rockefeller Center

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The Twenty-Fifth Floor

New York, NY 10020

(212) 307-5500 (Telephone)

(212) 307-5598 (Facsimile)

-and-

Andrew J. Currie, Esquire  
*(Admitted Pro Hac Vice)*  
750 E. Pratt Street, Suite 900  
Baltimore, MD 21202  
(410) 244-7400 (Telephone)  
(410) 244-7742 (Facsimile)

*Counsel to the Official Ad Hoc Committee of  
Unitholders*

**CERTIFICATE OF SERVICE**

I, Jamie L. Edmonson, hereby certify that on the 19<sup>th</sup> day of July, 2018, a true and correct copy of the ***Fifth Monthly Fee Application of Venable LLP as Counsel to the Official Ad Hoc Committee of Unitholders for Allowance of Compensation and Reimbursement of Expenses Incurred for the Period From June 1, 2018 Through June 30, 2018*** was served on the attached services list via First Class U.S. Mail.

/s/ Jamie L. Edmonson, Esq.  
Jamie L. Edmonson (No. 4247)

NOTICE PARTIES

Woodbridge Group of Companies  
c/o Development Specialists, Inc.  
Bradley D. Sharp  
333 South Grand Avenue  
Suite 4070  
Log Angeles, CA 90071  
**(Debtor)**

Klee, Tuchin, Bogdanoff & Stern  
LLP  
Michael L. Tuchin, Esq.  
David A. Fidler, Esq.  
1999 Avenue of the Stars  
39<sup>th</sup> Floor  
Los Angeles, CA 90067  
**(Debtors Counsel)**

Sean M. Beach, Esq.  
Young Conaway Stargatt & Taylor, LLP  
Rodney Square  
1000 North King Street  
Wilmington, DE 19801  
**(Debtors' Counsel)**

Buchalter, A Professional Corporation  
William Brody, Esq.  
1000 Wilshire Boulevard, Suite 1500  
Los Angeles, CA 90017  
**(Counsel for DIP Lender)**

Richards Layton & Finger PA  
John H. Knight, Esq.  
One Rodney Square  
920 North King Street  
Wilmington, DE 19801  
**(Counsel for DIP Lender)**

Bradford J. Sandler, Esq.  
Colin R. Robinson, Esq.  
Pachulski Stang Ziehl & Jones LLP  
919 Market Street, 17<sup>th</sup> FL.  
Wilmington, De 19801  
**(Counsel for the Committee)**

U.S. Securities and Exchange Commission  
David Baddley, Esq.  
950 East Paces Ferry Road, N.E.  
Suite 900  
Atlanta, GA 30326  
**(Counsel for SEC)**

United States Trustee for the District of  
Delaware  
Jane M. Leamy, Esq.  
Timothy J. Fox, Esq.  
J. Caleb Boggs Federal Building  
844 King Street, Suite 2207  
Lockbox 35  
Wilmington, DE 19801  
**(US Trustee)**

James H. Millar, Esq.  
Michael P. Pompeo, Esq.  
Drinker Biddle & Reath LLP  
1177 Avenue of the Americas  
41<sup>st</sup> Floor  
New York, NY 10036  
**(Counsel to Ad Hoc Noteholder Group)**

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Steven K. Kortanek, Esq.  
Patrick A. Jackson, Esq.  
22 Delaware Avenue  
Suite 1410  
Wilmington, DE 19801  
**(Counsel to Ad Hoc Noteholder Group)**

Elise S. Frejka, Esq.  
Frejka PLLC  
135 East 57<sup>th</sup> Street  
6<sup>th</sup> Floor  
New York, NY 10022  
**(Fee Examiner)**